

# sec news digest

Issue 93-144

July 28, 1993

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U.S. SECURITIES  
EXCHANGE COMMISSION

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## NOTICE OF COMMISSION MEETINGS

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### CHANGE IN THE MEETING: DELETION

An open meeting scheduled for Friday, July 23, at 10:00 a.m. was cancelled. The item which was to be considered follows:

Consideration of whether to adopt Rules 53, 54 and 57, under the Public Utility Holding Company Act of 1935. Rule 53 defines a partial safe harbor for registered holding company financing of exempt wholesale generator acquisitions, and Rule 54 creates a similar safe harbor for other transactions involving companies in the registered system. Rule 57 prescribes notification (Form U-57) and reporting requirements (Form U-33-S) for foreign utility companies and their associate public-utility companies. The Commission will also consider amendments to Forms U5S and U-3A-2. Further, the Commission will consider whether to publish for comment proposed amendments to Rule 87 to require Commission approval for the sale of goods and construction and services rendered, directly or indirectly, both to exempt wholesale generators and foreign utility companies from, and by such entities to, other companies in the registered holding company system. For further information, please contact Karrie McMillan at (202) 504-3387.

AT TIMES CHANGES IN COMMISSION PRIORITIES REQUIRE ALTERATIONS IN THE SCHEDULING OF MEETING ITEMS. FOR FURTHER INFORMATION AND TO ASCERTAIN WHAT, IF ANY, MATTERS HAVE BEEN ADDED, DELETED OR POSTPONED, PLEASE CONTACT: Bruce Rosenblum at (202) 272-2100.

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## COMMISSION ANNOUNCEMENTS

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### CHAIRMAN LEVITT TO TESTIFY

Chairman Levitt, accompanied by the Commissioners, will testify on Thursday, July 29, at 11:00 a.m. before the Senate Subcommittee on Securities concerning the SEC Budget authorization. The hearing will be held at the Dirksen Senate Office Building in Room 538.

### EDGAR PHASE-IN LIST UPDATES AVAILABLE TO PUBLIC

Pursuant to Rule 901 of Regulation S-T, registrants whose filings are processed by the Division of Corporation Finance may request a change in the date they become subject to mandated electronic filing on the Electronic Data Gathering, Analysis, and

Retrieval (EDGAR) system. The Division intends to publish from time to time changes and corrections to the phase-in list published in the Federal Register on March 18, 1993 (Release No. 33-6977 (February 23, 1993) [58 FR 14628]). A change to a company's phase-in date is of particular importance to persons or entities filing documents with respect to that company, since generally such persons must file electronically when the company become subject to electronic filing.

The updates will be published in the SEC News Digest and copies of the phase-in list updates will be available through the Commission's public reference room. They also will be posted on the EDGAR electronic bulletin board. Updates are also published periodically in the Federal Register; see Release No. 33-7003, published in the Federal Register July 2, 1993 [58 FR 35897].

In addition, the Division has placed in the public reference room a copy of the phase-in list as of February 23, 1993, with companies sorted by group number. This information was published in the Federal Register on March 18, 1993, with all companies being listed in alphabetical order rather than sorted by group number.

FOR FURTHER INFORMATION CONTACT: Sylvia Reis, Assistant Director-CF EDGAR Policy, Division of Corporation Finance at (202) 272-7569.

Changes in the EDGAR Phase-in List Since Publication in the SEC Digest on June 29, 1993

<u>Company Name</u>	<u>CIK Number</u>	<u>Former Group</u>	<u>New Group</u>
ADVO SYSTEM INC	801622	CF-04	CF-04
change to ADVO INC	801622	CF-04	CF-04
AFG INDUSTRIES INC	007668	CF-02	REMOVE
ANAC HOLDING CORP	805741	CF-02	REMOVE
BANK OF NEW ENGLAND CORP	071322	CF-02	CF-09
CALTON INC	717216	CF-03	CF-08
CONTINENTAL HOLDINGS INC	752198	CF-02	REMOVE
EASTERN AIR LINES INC	031089	CF-02	CF-09
FIRST CAPITAL HOLDINGS CORP	719520	CF-02	CF-09
FOUNDATION REALTY FUND LTD II	833197	CF-09	REMOVE
HEALTHVEST	792337	CF-03	CF-05
HILLSBOROUGH HOLDINGS CORP	837173	CF-02	REMOVE
HYDRAULIC CO	049423	CF-04	CF-04
change to AQUARION CO	049423	CF-04	CF-04
INTEGRATED RESOURCES INC	050857	CF-02	CF-09
IOWA POWER INC	052499	CF-08	REMOVE
IOWA PUBLIC SERVICE CO /IA	052502	CF-09	REMOVE
JOY TECHNOLOGIES	812944	NONE	CF-10
MERIDIAN POINT REALTY TRUST 82	315138	CF-07	CF-05
MERIDIAN POINT REALTY TRUST VII	774653	CF-04	CF-05
MIDWEST ENERGY CO	740072	CF-02	REMOVE

<u>Company Name</u>	<u>CIK Number</u>	<u>Former Group</u>	<u>New Group</u>
NEWMONT GOLD CO	793308	CF-03	CF-02
PA HOLDINGS CORP	835763	CF-02	REMOVE
PRIMERICA CORP /NEW/	831001	CF-02	CF-03
QUANTUM CHEMICAL CORP	070047	CF-02	CF-04
SIERRA CAPITAL REALTY TRUST VIII CO	828957	CF-09	CF-05
TRANSWORLD AIRLINES INC	278327	CF-02	CF-09
WANG LABORATORIES INC	104519	CF-02	CF-06
ZALE CORP	109156	CF-02	CF-05

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## INVESTMENT COMPANY ACT RELEASES

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### DAILY MONEY FUND, ET AL.

A notice has been issued giving interested persons until August 20, 1993 to request a hearing on an application filed by Daily Money Fund, et al. for a conditional order pursuant to Rule 17d-1 under the Investment Company Act. The requested order would amend an existing order that permits the Fidelity family of funds to operate a joint trading account that invests solely in repurchase agreements, with maturities not exceeding seven days, collateralized by U.S. government securities. The amended order would permit the establishment of one or more new joint accounts, in addition to the existing joint account and permit certain entities associated with Fidelity but not subject to the Act to participate in the joint accounts. The amended order would also permit the joint accounts to invest in repurchase agreements with maturities of up to sixty days, rather than the current limit of seven days and permit the joint accounts to invest in various short-term money market instruments and tax-exempt obligations, in addition to repurchase agreements. Finally, the amended order would permit the use of first tier securities, in addition to U.S. government securities, as collateral for the repurchase agreements. (Rel. IC-19594 - July 26)

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## HOLDING COMPANY ACT RELEASES

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### MISSISSIPPI POWER & LIGHT COMPANY

A supplemental order has been issued authorizing a proposal by Mississippi Power & Light Company (MP&L), an electric public-utility subsidiary company of Entergy Corporation, a registered holding company. MP&L proposes to issue and sell up to \$60 million aggregate principal amount of a new series of general and refunding bonds (Bonds) pursuant to a negotiated public offering. Jurisdiction continues to be reserved over MP&L's proposal through December 31, 1993 to issue and sell up to \$50 million aggregate principal amount of one or more new series of Bonds and to issue and sell not more than \$37.5 million of a new series of preferred stock by negotiated public offering or private placement and the granting of an exception from the competitive bidding requirements of Rule 50. In addition, jurisdiction continues to be reserved over MP&L's proposal through December 31, 1993 to enter into transactions

relating to the issuance and sale of up to \$25 million of tax-exempt bonds, in one or more series and to amend its Restated Articles of Incorporation, as amended, to establish a new class of preferred stock having no par value or a nominal par value. (Rel. 35-25859)

## SECURITIES ACT REGISTRATIONS

The following registration statements have been filed with the SEC under the Securities Act of 1933. The reported information appears as follows: Form, Name, Address and Phone Number (if available) of the issuer of the security; Title and the number and/or face amount of the securities being offered; Name of the managing underwriter or depositor (if applicable); File number and date filed; Assigned Branch; and a designation if the statement is a New Issue.

- S-3 ROCHESTER GAS & ELECTRIC CORP, 89 EAST AVE, ROCHESTER, NY 14649 (716) 546-2700 - 250,000,000 (\$250,000,000) MORTGAGE BONDS. (FILE 33-49805 - JUL. 21) (BR. 7)
- S-4 TRIDENT MGL INC, 10200 GROGANS MILL RD, WOODLANDS, TX 77380 (713) 367-7600 - 65,000,000 (\$65,000,000) STRAIGHT BONDS. (FILE 33-66054 - JUL. 16) (BR. 3)
- F-6 MATRIX TELECOMMUNICATIONS LTD, 48 WALL ST, C/O BANK OF NEW YORK, NEW YORK, NY 10015 (212) 530-1784 - 10,000,000 (\$1,000,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-66056 - JUL. 16)
- S-4 FIRST TENNESSEE NATIONAL CORP, 165 MADISON AVE, MEMPHIS, TN 38103 (901) 523-4027 - 151,352 (\$3,110,283) COMMON STOCK. (FILE 33-66058 - JUL. 16) (BR. 1)
- S-8 WINNERS CIRCLE INC, 1515 N FEDERAL HWY STE 310, BOCA RATON, FL 33432 (407) 362-9494 - 50,000 (\$87,500) COMMON STOCK. (FILE 33-66060 - JUL. 16) (BR. 8)
- S-8 MEGAFOODS STORES INC, 1455 S STAPLEY DR, MESA, AZ 85204 (602) 926-1087 - 706,000 (\$6,707,000) COMMON STOCK. (FILE 33-66062 - JUL. 16) (BR. 2)
- S-3 FREEPORT MCMORAN COPPER & GOLD INC, ONE E FIRST ST STE 1600, FIRST INTERSTATE BANK BLDG, RENO, NV 89509 (702) 688-3000 (FILE 33-66098 - JUL. 16) (BR. 2)
- S-6 NATIONAL MUNICIPAL TRUST MULTISTATE SERIES 62, 32 OLD SLIP - FINANCIAL SQUARE, C/O PRUDENTIAL SECURITIES INC, NEW YORK, NY 10292 - 1,539 (\$1,600,560) UNIT INVESTMENT TRUST. (FILE 33-66102 - JUL. 16) (BR. 22 - NEW ISSUE)
- S-6 NATIONAL MUNICIPAL TRUST MULTISTATE SERIES 63, ONE SEAPORT PLAZA, 199 WATER ST, NEW YORK, NY 10292 - 1,539 (\$1,600,560) UNIT INVESTMENT TRUST. (FILE 33-66104 - JUL. 16) (BR. 22 - NEW ISSUE)
- S-6 NATIONAL MUNICIPAL TRUST SERIES 163, ONE SEAPORT PLAZA, 199 WATER ST, NEW YORK, NY 10292 - 1,539 (\$1,600,560) UNIT INVESTMENT TRUST. DEPOSITOR: PRUDENTIAL SECURITIES INC. (FILE 33-66106 - JUL. 16) (BR. 22 - NEW ISSUE)
- S-3 KERR MCGEE CORP, KERR-MCGEE CTR, 123 ROBERT S. KERR, OKLAHOMA CITY, OK 73102 (405) 270-1313 - 200,000 (\$10,100,000) COMMON STOCK. (FILE 33-66112 - JUL. 16) (BR. 3)

REGISTRATIONS CONTINUED

- S-3 AMERICAN HERITAGE LIFE INVESTMENT CORP, 76 S LAURA ST, AMERICAN HERITAGE LIFE BLDG, JACKSONVILLE, FL 32202 (904) 354-1776 - 2,852,345 (\$63,464,676) COMMON STOCK. UNDERWRITER: ALEX BROWN & SONS INC, GOLDMAN SACRS & C, HERRILL LYNCH & CO. (FILE 33-66114 - JUL. 16) (BR. 10)
- S-3 UNION ELECTRIC CO, P O BOX 149, ST LOUIS, MO 63166 (314) 621-3222 - 310,000,000 (\$310,000,000) MORTGAGE BONDS. (FILE 33-66116 - JUL. 16) (BR. 8)
- S-3 DEERE & CO, JOHN DEERE RD, MOLINE, IL 61265 (309) 765-8000 (FILE 33-66134 - JUL. 16) (BR. 4)
- S-3 PEPSICO INC, 700 ANDERSON HILL RD, PURCHASE, NY 10577 (914) 253-2000 - 9,000 (\$330,750) COMMON STOCK. (FILE 33-66144 - JUL. 16) (BR. 11)
- S-3 PEPSICO INC, 700 ANDERSON HILL RD, PURCHASE, NY 10577 (914) 253-2000 - 13,000 (\$477,750) COMMON STOCK. (FILE 33-66146 - JUL. 16) (BR. 11)
- S-8 PEPSICO INC, 700 ANDERSON HILL RD, PURCHASE, NY 10577 (914) 253-2000 - 9,000,000 (\$330,750,000) COMMON STOCK. (FILE 33-66150 - JUL. 16) (BR. 11)
- S-11 EQCC RECEIVABLES CORP, 1801 ART MUSEUM DR, JACKSONVILLE, FL 32207 (904) 398-7581 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-66152 - JUL. 16) (BR. 11)
- S-8 KANKAKEE BANCORP INC, 310 S SCHUYLER AVE, KANKAKEE, IL 60901 (815) 937-2800 - 175,000 (\$1,775,156) COMMON STOCK. (FILE 33-66164 - JUL. 16) (BR. 1)
- S-3 SPECIALTY CHEMICAL RESOURCES INC, 9100 VALLEY VIEW RD, MACEDONIA, OH 44056 (216) 468-1380 - 164,635 (\$1,028,968) COMMON STOCK. (FILE 33-66176 - JUL. 16) (BR. 2)
- S-8 INTERNATIONAL ABSORBENTS INC, 1130 W PENDER ST STE 820, VANCOUVER BC CANADA V6E 4A4, A1 (604) 681-6181 - 1,200,000 (\$4,200,000) COMMON STOCK. (FILE 33-66178 - JUL. 16) (BR. 8)
- S-8 SYBASE INC, 6475 CHRISTIE AVE, EMERYVILLE, CA 94608 (510) 596-3500 - 3,150,000 (\$236,643,750) COMMON STOCK. (FILE 33-66180 - JUL. 16) (BR. 9)
- S-8 BROOKLYN UNION GAS CO, ONE METROTEC CENTER, BROOKLYN, NY 11201 (718) 403-2000 - 450,000 (\$12,712,500) COMMON STOCK. (FILE 33-66182 - JUL. 16) (BR. 7)
- S-8 LIGAND PHARMACEUTICALS INC, 9393 TOLINE CENTRE DR STE 100, SAN DIEGO, CA 92121 (619) 535-3900 - 700,000 (\$5,775,000) COMMON STOCK. (FILE 33-66186 - JUL. 19) (BR. 4)
- S-3 INSURANCE AUTO AUCTIONS INC /CA, 7245 LAUREL CANYON BLVD, NORTH HOLLYWOOD, CA 91605 (818) 764-3200 - 1,035,000 (\$30,791,250) COMMON STOCK. UNDERWRITER: MONTGOMERY SECURITIES, WILLIAM BLAIR & CO. (FILE 33-66188 - JUL. 19) (BR. 4)
- SB-2 MAGNUM PETROLEUM INC /NV/, 44 227 MONTEREY AVE STE 2, PALM DESERT, CA 92260 (801) 943-7589 - 2,300,000 (\$15,237,500) COMMON STOCK. 50,000 (\$500) WARRANTS, OPTIONS OR RIGHTS. 200,000 (\$1,425,000) COMMON STOCK. (FILE 33-66190 - JUL. 19) (BR. 3)
- S-8 ARROW FINANCIAL CORP, 250 GLEN ST, GLENS FALLS, NY 12801 (518) 745-1000 - 300,000 (\$3,412,500) COMMON STOCK. (FILE 33-66192 - JUL. 19) (BR. 1)
- S-8 TSI INC /MN/, 500 CARDIGAN RD, SHOREVIEW, MN 55126 (612) 483-0900 - 700,000 (\$5,600,000) COMMON STOCK. (FILE 33-66194 - JUL. 19) (BR. 8)

REGISTRATIONS CONTINUED

- S-8 ASPEN IMAGING INTERNATIONAL INC, 555 ASPEN RIDGE DR, LAFAYETTE, CO 80026  
(303) 666-5750 - 165,000 (\$237,930) COMMON STOCK. (FILE 33-66196 - JUL. 19) (BR. 2)
- S-8 ASPEN IMAGING INTERNATIONAL INC, 555 ASPEN RIDGE DR, LAFAYETTE, CO 80026  
(303) 666-5750 - 200,000 (\$330,000) COMMON STOCK. (FILE 33-66198 - JUL. 19) (BR. 2)
- S-8 ASPEN IMAGING INTERNATIONAL INC, 555 ASPEN RIDGE DR, LAFAYETTE, CO 80026  
(303) 666-5750 - 810,000 (\$1,156,610) COMMON STOCK. (FILE 33-66200 - JUL. 19) (BR. 2)
- S-8 PAYCO AMERICAN CORP, 180 N EXECUTIVE DR, BROOKFIELD, WI 53005 (414) 784-9035 -  
350,000 (\$2,719,500) COMMON STOCK. (FILE 33-66202 - JUL. 19) (BR. 6)
- SB-2 CLUCKERS WOOD ROASTED CHICKEN INC, 11900 BISCAYNE BLVD, SUITE 509, NORTH MIAMI, FL  
33181 (305) 899-2585 - 282,165 (\$1,928,338) COMMON STOCK. (FILE 33-66204 - JUL. 19)  
(BR. 12)
- S-8 MYCOGEN CORP, 4980 CARROLL CANYON RD, SAN DIEGO, CA 92121 (619) 453-8030 - 250,000  
(\$3,062,500) COMMON STOCK. (FILE 33-66206 - JUL. 20) (BR. 1)
- S-8 FIGGIE INTERNATIONAL INC /DE/, 4420 SHERWIN RD, WILLOUGHBY, OH 44094 (216) 953-2700  
- 1,675,000 (\$28,874,000) COMMON STOCK. (FILE 33-66208 - JUL. 19) (BR. 5)
- S-4 PHYCOR INC/TH, 30 BURTON HILLS BLVD STE 500, NASHVILLE, TN 37215 (615) 665-9066 -  
1,500,000 (\$24,937,500) COMMON STOCK. (FILE 33-66210 - JUL. 19) (BR. 6)
- S-8 BUILDERS WAREHOUSE ASSOCIATION INC, 700 EXCHANGE AVE, CONWAY, AR 72032  
(501) 336-8136 - 210,000 (\$1,522,500) COMMON STOCK. (FILE 33-66212 - JUL. 19) (BR. 10)
- S-3 CCB FINANCIAL CORP, 111 CORCORAN ST, PO BOX 931, DURHAM, NC 27701 (919) 683-7777 -  
663,000 (\$20,712,120) COMMON STOCK. (FILE 33-66216 - JUL. 19) (BR. 2)
- S-8 FUNCO INC, 10120 WEST 76TH ST, EDEN PRAIRIE, MN 55344 (612) 946-8883 - 1,150,000  
(\$14,375,000) COMMON STOCK. (FILE 33-66218 - JUL. 20) (BR. 1)
- S-2 UNIONFED FINANCIAL CORP, 330 E LAMBERT RD, BREA, CA 92621 (714) 255-8100 -  
12,857,143 (\$45,000,000) COMMON STOCK. (FILE 33-66220 - JUL. 19) (BR. 1)
- SB-2 COLUMBIA BANKING SYSTEM INC, 320 108TH AVE N E STE 300, BELLEVUE, WA 98004  
(206) 646-9696 - 1,437,500 (\$18,687,500) COMMON STOCK. UNDERWRITER:  
KEMPER SECURITIES INC, RAGEN MACKENZIE INC. (FILE 33-66224 - JUL. 19) (BR. 1)
- S-8 PUROLATOR PRODUCTS CO, 6120 SOUTH YALE AVE, TULSA, OK 74136 (918) 492-1800 - 50,000  
(\$862,500) COMMON STOCK. (FILE 33-66228 - JUL. 19) (BR. 4)
- S-8 INTELICALL INC, 2155 CHENAULT STE 410, CARROLLTON, TX 75006 (214) 416-0022 -  
1,280,000 (\$12,640,000) COMMON STOCK. (FILE 33-66230 - JUL. 19) (BR. 7)
- S-2 TEXAS NEW MEXICO POWER CO, 4100 INTERNATIONAL PLZ, PO BOX 2943, FORT WORTH, TX 76113  
(817) 731-0099 - 100,000,000 (\$100,000,000) MORTGAGE BONDS. 140,000,000  
(\$140,000,000) STRAIGHT BONDS. UNDERWRITER: CHASE SECURITIES INC,  
DILLON READ & CO INC. (FILE 33-66232 - JUL. 19) (BR. 8)
- N-2 MINNESOTA MUNICIPAL INCOME PORTFOLIO INC, PIPER JAFFRAY TWR, 222 S NINTH ST,  
MINNEAPOLIS, MN 55402 (612) 342-6231 - 626 (\$31,300,000) PREFERRED STOCK. (FILE  
33-66234 - JUL. 19) (BR. 16)

REGISTRATIONS CONTINUED

- N-2 AMERICAN MUNICIPAL INCOME PORTFOLIO INC, PIPER JAFFRAY TWR, 222 S NINTH ST, MINNEAPOLIS, MN 55402 (612) 342-6426 - 868 (\$43,400,000) PREFERRED STOCK. UNDERWRITER: MERRILL LYNCH & CO, PIPER JAFFRAY INC. (FILE 33-66236 - JUL. 19) (BR. 16)
- S-4 LEGGETT & PLATT INC, NO 1 LEGGETT RD, CARTHAGE, MO 64836 (417) 358-8131 - 2,247,000 (\$16,539,000) COMMON STOCK. (FILE 33-66238 - JUL. 19) (BR. 6)
- S-2 BAILEY CORP, 700 LAFAYETTE RD, SEABROOK, NH 03874 (603) 474-3011 - 1,865,000 (\$20,160,650) COMMON STOCK. (FILE 33-66244 - JUL. 19) (BR. 4)
- S-8 ATLANFED BANCORP INC, 100 WEST RD, BALTIMORE, MD 21204 (410) 938-8610 - 136,406 (\$1,807,379) COMMON STOCK. (FILE 33-66248 - JUL. 20) (BR. 2)
- S-8 ASECO CORP, 261 CEDAR HILL ST, MARLBORO, MA 01752 (508) 481-8896 - 751,666 (\$7,140,827) COMMON STOCK. (FILE 33-66250 - JUL. 20) (BR. 3)
- S-3 FHP INTERNATIONAL CORP, 9900 TALBERT AVE, C/O FHP INTERNATIONAL CORP, FOUNTAIN VALLEY, CA 92708 (714) 963-7233 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. UNDERWRITER: GOLDMAN SACHS & CO, SMITH BARNEY HARRIS UPHAM & CO INC. (FILE 33-66252 - JUL. 20) (BR. 6)
- S-8 BANK SOUTH CORP, 55 MARIETTA ST, ATLANTA, GA 30303 (404) 529-4111 - 2,421,285 (\$33,897,990) COMMON STOCK. (FILE 33-66254 - JUL. 20) (BR. 1)
- S-8 4TH DIMENSION SOFTWARE LTD, DEVORA HANEVIA ST BLDG 5C, ATIDIM NEVE SHARET, TEL AVIV 61430 ISRAEL, L3 00000 - 1,000,000 (\$16,870,000) COMMON STOCK. (FILE 33-66256 - JUL. 20) (BR. 9)
- N-2 BANDO MCGLOCKLIN CAPITAL CORP, 13555 BISHOPS CT STE 205, SUITE 205, BROOKFIELD, WI 53005 (414) 784-9010 - 690,000 (\$17,250,000) PREFERRED STOCK. UNDERWRITER: BAIRD ROBERT W & CO, STIFEL NICOLAUS & CO INC. (FILE 33-66258 - JUL. 20) (BR. 17)
- F-6 INVESCO PLC/ADR/, 60 WALL ST, C/O MORGAN GUARANTY TRUST CO OF NEW YORK, NEW YORK, NY 10260 (212) 648-3200 - 50,000,000 (\$2,500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-66264 - JUL. 20) (NEW ISSUE)
- S-3 HEALTHSOURCE INC, PO BOX 2041, 54 REGIONAL DR, CONCORD, NH 03302 (603) 225-5077 - 2,300,000 (\$103,356,250) COMMON STOCK. UNDERWRITER: GOLDMAN SACHS & CO, KIDDER PEABODY & CO INC, ROBERTSON STEPHENS & CO. (FILE 33-66266 - JUL. 20) (BR. 9)
- S-3 FRANKLIN FIRST FINANCIAL CORP, 44 W MARKET ST, WILKES BARRE, PA 18773 (717) 821-7100 - 1,439,529 (\$36,707,990) COMMON STOCK. UNDERWRITER: EDWARDS AG & SONS INC, HUNTLEIGH SECURITIES CORP, KEEFE BRUYETTE & WOODS INC. (FILE 33-66268 - JUL. 20) (BR. 2)
- S-8 PROTOCOL SYSTEMS INC/NEW, 8500 S W CREEKSIDE PLACE, BEAVERTON, OR 97005 (503) 526-8500 - 340,000 (\$3,060,000) COMMON STOCK. (FILE 33-66272 - JUL. 20) (BR. 8)
- S-8 CNI CORP, I-40 & MORGAN RD, P O BOX 1985, OKLANOMA CITY, OK 73101 (405) 787-6020 - 1,000,000 (\$4,340,000) COMMON STOCK. (FILE 33-66274 - JUL. 20) (BR. 9)
- S-4 CENTRAL BANCSHARES OF THE SOUTH INC, 701 S 20TH ST, P O BOX 10566, BIRMINGHAM, AL 35296 (205) 933-3000 - 327,000 (\$8,256,750) COMMON STOCK. (FILE 33-66276 - JUL. 20) (BR. 2)
- S-8 COMTECH TELECOMMUNICATIONS CORP /DE/, 105 BAYLIS RD, MELVILLE, NY 11747 (516) 777-8900 - 291,100 (\$2,292,412) COMMON STOCK. (FILE 33-66278 - JUL. 20) (BR. 8)

REGISTRATIONS CONTINUED

- S-8 EQUINOX SYSTEMS INC, 6851 W SUNRISE BLVD, FORT LAUDERDALE, FL 33313 (305) 255-3500  
- 895,808 (\$3,689,154) COMMON STOCK. (FILE 33-66280 - JUL. 20) (BR. 9)
- S-8 REXALL SUNDOWN INC, 4031 NE 12TH TERRACE, FORT LAUDERDALE, FL 33334 (305) 565-3566  
- 1,142,000 (\$16,353,440) COMMON STOCK. (FILE 33-66282 - JUL. 20) (BR. 4)
- N-2 EMERGING MARKETS GROWTH FUND INC, 333 S HOPE ST - 52ND FL, LOS ANGELES, CA 90071  
(213) 486-9200 - 20,000,000 (\$892,600,000) COMMON STOCK. (FILE 33-66326 - JUL. 20)  
(BR. 16)
- F-1 CANTAB PHARMACEUTICALS PLC, 184 CAMBRIDGE SCIENCE PARK, MILTON RD,  
CAMBRIDGE CB4 4GN ENGLAND, X0 (212) 664-1666 - 625,000 (\$5,937,500)  
FOREIGN COMMON STOCK. (FILE 33-66330 - JUL. 20) (BR. 8)

**ACQUISITION OF SECURITIES**

Companies and individuals must report to the Commission within ten days on Schedule 13D if after the acquisition of equity securities of a public company their beneficial interest therein exceeds five percent. Persons eligible to use the short form (Schedule 13G) may in lieu of filing a Schedule 13D file a Schedule 13G within 45 days after the end of the calendar year in which the person became subject to Section 13(d)(1). Companies and individuals making a tender offer must have on file at the time the tender offer commences a Schedule 14D-1.

Below is a list of recent filings of Schedules 13D and 14D, which includes the following information: Column 1 - the company purchased (top), and the name of the purchaser; Column 2 - the type of security purchased; Column 3 - the type of form filed; Column 4 - the date the transaction occurred; Column 5 - the current number of shares (in 000's) owned (top) and the current percent owned; Column 6 - the CUSIP number (top) and the percent owned; and Column 7 - the status of the filing, i.e., new, update or revision.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ OWNED	CUSIP/ PRIOR%	FILING STATUS
ARTEL COMMUNICATIONS CORP RUBENSTEIN BARRY ET AL	COM 13D	3/ 5/93	1,000 10.3	04300910 0.0	NEW
ATLANTFED BANCORP INC HEISER JOHN W JR	COM 13D	7/19/93	93 6.8	04765910 0.0	NEW
ATLANTFED BANCORP INC HEISER JOHN W JR	COM 13D	7/19/93	93 6.8	04765910 0.0	RVISION
AUTO-SWAB USA INC BARNES JAMES	COM 13D	6/ 4/93	1,075 17.0	05290810 0.0	NEW
AUTO-SWAB USA INC BARNES JAMES	COM 13D	6/ 4/93	1,075 17.0	05290810 0.0	RVISION



## ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRICE%	FILING STATUS
AUTO-SWAB USA INC BROWN PETER	COM 13D	3/30/93	200 3.2	05290810 0.0	NEW
AUTO-SWAB USA INC BROWN PETER	COM 13D	3/30/93	200 3.2	05290810 0.0	RVISION
AUTO-SWAB USA INC COLE JAMES S	COM 13D	3/30/93	0 0.0	05290810 N/A	UPDATE
AUTO-SWAB USA INC COLE JAMES S	COM 13D	3/30/93	0 0.0	05290810 N/A	RVISION
AUTO-SWAB USA INC GRANT C GUS	COM 13D	6/ 4/93	2,025 32.0	05290810 0.0	NEW
AUTO-SWAB USA INC GRANT C GUS	COM 13D	6/ 4/93	2,025 32.0	05290810 0.0	RVISION
AUTO-SWAB USA INC KAPLAN ROBERT	COM 13D	6/ 4/93	1,075 17.0	05290810 0.0	NEW
AUTO-SWAB USA INC KAPLAN ROBERT	COM 13D	6/ 4/93	1,075 17.0	05290810 0.0	RVISION
BAYOU INTL LTD EDENSOR NOMINEES PTY LTD	COM 13D	6/30/93	15,046 48.0	07301510 32.0	UPDATE
BAYOU INTL LTD EDENSOR NOMINEES PTY LTD	COM 13D	6/30/93	15,046 48.0	07301510 32.0	RVISION
BELDING HEMIMWAY INC NOEL GROUP ET AL	COM 14D-1	7/26/93	1,435 73.5	07749110 0.0	UPDATE
BELDING HEMIMWAY INC NOEL GROUP ET AL	COM 14D-1	7/26/93	1,435 73.5	07749110 0.0	RVISION
CANCER TREATMENT HLDGS INC RUBENSTEIN BARRY ET AL	COM 13D	EC 1/27/93	172 5.4	13738930 0.0	NEW
CHESTER COUNTY SECURITY FD PALMARELLA ERNEST D ET AL	COM 13D	5/27/93	308 9.3	16565410 0.0	NEW
CHESTER COUNTY SECURITY FD PALMARELLA ERNEST D ET AL	COM 13D	5/27/93	308 9.3	16565410 0.0	RVISION
CHOCK FULL O NUTS CORP GAMCO INVESTORS INC ET AL	COM 13D	7/23/93	2,180 21.9	17026810 19.8	UPDATE
CHURCHILL DOWNS INC BROWN J GRAHAM FOUNDATION	COM 13D	7/21/93	228 6.0	17148410 7.0	UPDATE
CHURCHILL DOWNS INC BROWN J GRAHAM FOUNDATION	COM 13D	7/21/93	228 6.0	17148410 7.0	RVISION

## ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	\$MRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
CONS NEV GOLDFIELDS NIXON FORK JOINT VENTURE ET AL	COM 13D	7/14/93	10,484 28.4	21699710 28.4	UPDATE
CONS NEV GOLDFIELDS NIXON FORK JOINT VENTURE ET AL	COM 13D	7/14/93	10,484 28.4	21699710 28.4	RVISION
CROSS TIMBERS RTY TR GOLDMAN SACHS & CO ET AL	TR UNIT 13D	7/14/93	329 5.5	22799410 6.5	UPDATE
CROSS TIMBERS RTY TR GOLDMAN SACHS & CO ET AL	TR UNIT 13D	7/14/93	329 5.5	22799410 6.5	RVISION
CYBERTEK CORP PRODS INC POLICY MGMT SYS ET AL	COM 14D-1	7/26/93	1,630 43.4	23251810 43.4	UPDATE
CYBERTEK CORP PRODS INC POLICY MGMT SYS ET AL	COM 14D-1	7/26/93	1,630 43.4	23251810 43.4	RVISION
DENOVO CORP STAKE TECHNOLOGY INC	COM 13D	7/22/93	2,755 27.0	24890210 11.2	UPDATE
DENOVO CORP STAKE TECHNOLOGY INC	COM 13D	7/22/93	2,755 27.0	24890210 11.2	RVISION
EAGLE BANCSHARES INC SERRATO J C JR	COM 13D	7/19/93	147 9.7	26999010 10.2	UPDATE
EAGLE BANCSHARES INC SERRATO J C JR	COM 13D	7/19/93	147 9.7	26999010 10.2	RVISION
FRANKLIN CONS MNG INC GENS AND MINERALS CORP	COM 13D	7/14/93	8,347 8.0	35255910 0.0	NEW
FRANKLIN CONS MNG INC GENS AND MINERALS CORP	COM 13D	7/14/93	8,347 8.0	35255910 0.0	RVISION
GARB OIL & POWER CORP A/S PARKVEIEN 55 ET AL	COM 13D	7/15/93	1,585 10.7	36482510 15.4	UPDATE
GARB OIL & POWER CORP A/S PARKVEIEN 55 ET AL	COM 13D	7/15/93	1,585 10.7	36482510 15.4	RVISION
HALLWOOD RLTY PARTNERS L P HALLWOOD GRP INC	DEPOSITARY UNIT 13D	7/15/93	441 5.1	40699410 0.0	NEW
HALLWOOD RLTY PARTNERS L P HALLWOOD GRP INC	DEPOSITARY UNIT 13D	7/15/93	441 5.1	40699410 0.0	RVISION
HERITAGE MEDIA CORP GOLDMAN SACHS & CO	CL A NEW 13D	7/19/93	1,657 14.5	42724120 11.2	UPDATE
HERITAGE MEDIA CORP GOLDMAN SACHS & CO	CL A NEW 13D	7/19/93	1,657 14.5	42724120 11.2	RVISION

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
IMAGE ENTMT INC NEWS CORP ET AL	COM NEW 13D	7/15/93	836 6.9	45243920 0.0	NEW
INTERNATIONAL YOGURT CO LITTLE ROCK B V ET AL	COM 13D	7/23/93	75 4.1	46299610 7.3	UPDATE
INTERFIRST BANKCORP INC STANDARD FEDERAL BANK	COM 13D	7/16/93	267 9.9	46799710 9.1	UPDATE
LEGENT CORP SOROS GEORGE ET AL	COM 13D	7/16/93	3,058 9.0	52499010 0.0	NEW
MONARCH MACH TOOL CO TWEEDY BROOME CO L P ET AL	COM 13D	7/15/93	191 5.1	60915010 0.0	NEW
MONARCH MACH TOOL CO TWEEDY BROOME CO L P ET AL	COM 13D	7/15/93	191 5.1	60915010 0.0	RVISION
MAYLOR INDS INC INSITUFORM TECHNOLOGIES	COM 13D	7/14/93	4,474 99.9	63934910 0.0	NEW
MAYLOR INDS INC INSITUFORM TECHNOLOGIES	COM 13D	7/14/93	4,474 99.9	63934910 0.0	RVISION
NOSTALGIA NETWORK INC WINNICK GARY ET AL	COM NEW 13D	7/22/93	5,687 29.3	66975230 37.0	UPDATE
PREMIER FINL SVCS INC FLANAGAN THOMAS D	COM 13D	7/16/93	190 8.4	74050610 0.0	NEW
PREMIER FINL SVCS INC FLANAGAN THOMAS D	COM 13D	7/16/93	190 8.4	74050610 0.0	RVISION
PREMIER FINL SVCS INC FLANAGAN THOMAS D	COM 13D	7/16/93	200 8.5	74050610 0.0	NEW
PREMIER FINL SVCS INC FLANAGAN THOMAS D	COM 13D	7/16/93	200 8.5	74050610 0.0	RVISION
RODMAN & RENSHAW CAP GROUP GELLER MARSHALL S	COM 13D	7/26/93	228 5.2	77487710 5.1	UPDATE
SCHOLASTIC CORP GOLDMAN SACHS & CO	COM 13D	7/12/93	954 6.2	80706610 8.1	UPDATE
SCHOLASTIC CORP GOLDMAN SACHS & CO	COM 13D	7/12/93	954 6.2	80706610 8.1	RVISION
SUNBEAM-OSTER INC KAZARIAN PAUL B ET AL	COM 13D	7/22/93	40 0.0	86707110 0.0	NEW
SUNBEAM-OSTER INC KAZARIAN PAUL B ET AL	COM 13D	7/22/93	40 0.0	86707110 0.0	RVISION

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ XOLMED	CUSIP/ PRIORX	FILING STATUS
TVX GOLD INC INCO LTD	COM 13D	7/22/93	0 0.0	87399110 62.0	UPDATE
TVX GOLD INC INCO LTD	COM 13D	7/22/93	0 0.0	87399110 62.0	RVISION
VOIT CORP GOLDMAN MARILYN K	COM 13D	7/16/93	324 10.1	92863210 0.0	NEW
VOIT CORP GOLDMAN MARILYN K	COM 13D	7/16/93	324 10.1	92863210 0.0	RVISION

RECENT 8K FILINGS

Form 8-K is used by companies to file current reports on the following events:

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Bankruptcy or Receivership.
- Item 4. Changes in Registrant's Certifying Accountant.
- Item 5. Other Materially Important Events.
- Item 6. Resignations of Registrant's Directors.
- Item 7. Financial Statements and Exhibits.
- Item 8. Change in Fiscal Year.

The companies listed below have filed 8-K reports for the date indicated and/or amendments to 8-K reports previously filed, responding to the item(s) of the form specified. Copies of the reports may be purchased from the Commission's Public Reference Room (when ordering, please give the date of the report). An invoice will be included with the requested material when mailed.

NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
QUESTEX GROUP LTD	CO								X	05/03/93	AMEND
RECOTON CORP	NY			X	X					03/03/93	
ROCHESTER COMMUNITY SAVINGS BANK RCSB 19	NY			X						07/15/93	
SCFC AUTOMOBILE LOAN TRUST 1991-1	IL			X	X					07/15/93	
SCFC HOME EQUITY LOAN TRUST 1989 1	IL			X	X					07/15/93	
SCFC RECEIVABLES FINANCING CORP	DE					X				07/15/93	
SCFC RECREATIONAL VEHICLE LOAN TRUST 199	IL			X	X					07/15/93	
SLM INTERNATIONAL INC /DE	DE			X	X					07/09/93	
TCF FINANCIAL CORP	DE			X	X					06/30/93	
TELE COMMUNICATIONS INC	DE					X				07/23/93	AMEND
TESCORP INC	TX		X			X				07/08/93	
TEXACO INC	DE			X	X					07/22/93	
TRAVELERS CORP	CT			X	X					07/09/93	